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SECRETARY OF STATE
TALLAHASSEE ELORINA

APPROVE FALSE

VALUEMART DICCOUNT OUTLET INC ANTONIO WASHINGTON 6150 E WINTER GARDEN RD ORLANDO, FL. 32835

JULY 1, 2009

SECRETARY OF STATE DIVISION OF CORPORATIONS P.O. BOX 637 TALLAHASSEE, FL. 32314

DEAR SIRS:

ENCLOSED PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY FIVE CENTS COSTS AND HANDLING OF INCORPORATION OF:

VALUEMART DICCOUNT OUTLET INC

THANK YOU,
ANTONIO WASHINGTON

ARTICLES OF INCORPORATION

OF

VALUEMART DISCOUNT OUTLET INC

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

VALUEMART DISCOUNT OUTLET INC

ARTICLE II – DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

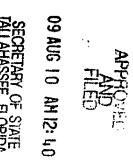
TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT A CORPARTION IS AUTHORIZED TO HAVE ANY ONE TIME 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$ 1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)



ARTICLE VI – ADDRESS

THE INITIAL STREET ADRESS OF THE PRINICIPAL OFFICE OF THIS CORPORATION WILL BE LOCATED AT:

6150 E OLD WINTERGARDEN RD ORLANDO, FL. 32835 (407) 822-7640

ARTICLE VII – DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUNBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLES VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) ARE ELECTED AND HAVE QUALIFED ARE:

NAME OFFICE ADDRESS

ANTONIO WASHINGTON PRESIDENT

6150 E OLD WINTERGARDEN ORLANDO, FL. 32835

ARTICLE IX – SUBSCRIBER(S)

THE NAME AND STREET ADRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

ANTONIO WASHINGTON 6150 E OLD WINTERGARDEN 1000 **ORLANDO, FL. 32835**

ARTICLE X- SUBSCRIBER(S)

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS **CORPORATION IS:**

ANTONIO WASHINGTON 6150 E OLD WINTERGARDEN RD **ORLANDO, FL. 32835**

ARTICLES XI – PRE- EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLES XII – AMENDMENTS)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREEOF, I HAVE SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING

ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 1ST DAY OF JULY 2009.

ANTONIO WASHINGTON

JULIUS PRICE
Notary Public - State of Florida
My Commission Expires 08-10-2009
Comm. No. DD0460486
Bonded Thru 1800-432-4254

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE THIS STATE AND COUNTY SET FOURTH ABOVE, PERSONALLY APPEARED <u>ANTONIO</u> WASHINGTON

KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED JULY 2009.

NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

VALUEMART DICCOUNT OUTLET INC

HAVING BEEN ORGANIZED UNDER:

TO KEEPING SAID OFFICE OPEN.

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL **OFFICE AT**

> 6150 E OLD WINTERGARDEN RD **ORLANDO, FL. 32835**

IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE AND IN THE STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF **INCORPORATION, HAS NAMED:** ANTONIO WASHINGTON IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE. HAVING BEEN NAMED TO ACCEPT PROCESS SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE

> **JULIUS PRICE** Notary Public - State of Florid My Commission Expires 08-10-2009 Comm. No. DD0460486 Bonded Thru 1800-432-

REGISTERED ÁGENT ANTONIO WASHINGTON